

27986
RECORDATION NO. 27986 FILED

JUN 19 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

ELLAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

June 19, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: ICX No. 1395-027

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (ICX No. 1395-027), dated as of March 31, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

Anne K. Quinlan, Esquire
June 19, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

23 pieces of maintenance of way equipment: 2 Modern Track Machinery / Geismar KGT-4RS-C Hi Rail Cranes with Cat Diesel Engine S/Ns 4621 and 4622; HTT 6700-SJ Production Switch Tamper 153402; HTT 3300-S Switch Chase Tamper 153421; 2 Kershaw RS64DL Scorpion Ramp Cars S/Ns RS64DL-140-06 and RS64DL-141-06; 4 Nordco SP2R Spike Pullers S/Ns 310038-06 310039-06, 310040-06 and 310041-06; 4 Superior Sales PC-4101 Heavy Duty Push Cart S/Ns PC2995-1, PC2995-2, PC2995-3 and PC2995-4; Superior Sales PC-2201 Heavy Duty Push Cart PC2994; Superior Sales TPC-4301 Hand & Power Tool Push Cart TPC2996; 3 Superior Sales SHC6301 Scrap Hopper Carts S/Ns SHC51-06-7, SHC52-06-8, SHC53-06-9; Teleweld LL-1 Vibrator Assembly 3160; Teleweld LL-1 Vibrator Assembly 3160; and 2 West Side Tractor TCM-120C Magnet Cranes S/Ns FF120CX035736 and FF120CX035742.

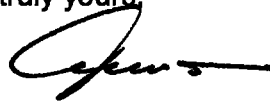
A short summary of the document to appear in the index is:

Memorandum of Lease (ICX No. 1395-027).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JUN 19 '09

-8 0 0 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

This Memorandum of Lease is entered into as of March 31, 2009, by and between ICX Corporation, an Ohio corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

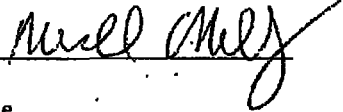
Lessor and Lessee have entered into Master Lease Agreement No. 1395, effective April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

ICX CORPORATION, Lessor

By

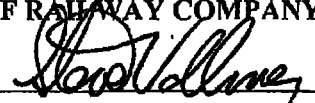


Name

Title Michael O'Malley
Senior Vice President

BNSF RAILWAY COMPANY, Lessee

By



Name

Title L. Steven Vollmer
General Director - Finance

State of IL)
County of Cook) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its SVP, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 31 day of March, 2009.



Sarah Sanchez
Notary Public

State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 30 day of March, 2009.



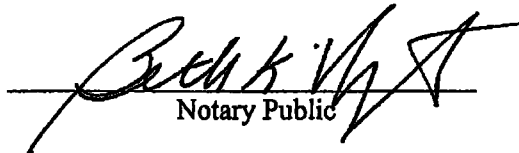

Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 027.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 027 is 84 months commencing as of July 1, 2006.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 027 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

Qty	Mfg	Model	Description	Serial Number	BNSF #
	Modern Track				
1	Machinery / Geismar	KGT-4RS-C	Hi Rail Crane with Cat Diesel Engine	4621	X2400524
	Modern Track				
1	Machinery / Geismar	KGT-4RS-C	Hi Rail Crane with Cat Diesel Engine	4622	X2400525
1	HTT	6700-SJ	Production Switch Tamper	153402	X5400437
1	HTT	3300-S	Switch Chase Tamper	153421	X5600248
1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-140-06	J6300022
1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-141-06	J6300023
1	Nordco	SP2R	Spike Puller	310038-06	X4700437
1	Nordco	SP2R	Spike Puller	310039-06	X4700438
1	Nordco	SP2R	Spike Puller	310040-06	X4700439
1	Nordco	SP2R	Spike Puller	310041-06	X4700440
1	Superior Sales	PC-4101	Heavy Duty Push Cart	PC2995-1	J0400629
1	Superior Sales	PC-4101	Heavy Duty Push Cart	PC2995-2	J0400630
1	Superior Sales	PC-4101	Heavy Duty Push Cart	PC2995-3	J0400631
1	Superior Sales	PC-4101	Heavy Duty Push Cart	PC2995-4	J0400632
1	Superior Sales	PC-2201	Heavy Duty Push Cart	PC2994	J0400633
1	Superior Sales	TPC-4301	Hand & Power Tool Push Cart	TPC2996	J0400634
1	Superior Sales	SHC6301	Scrap Hopper Cart	SHC51-06-7	X8700051
1	Superior Sales	SHC6301	Scrap Hopper Cart	SHC52-06-8	X8700052
1	Superior Sales	SHC6301	Scrap Hopper Cart	SHC53-06-9	X8700053
1	Teleweld	LL-1	Vibrator Assembly	3160	X8200030
1	Teleweld	LL-1	Vibrator Assembly	3160	X8200030
1	West Side Tractor	TCM-120C	Magnet Crane	FF120CX035736	X6000256
1	West Side Tractor	TCM-120C	Magnet Crane	FF120CX035742	X6000257

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/19/09



Robert W. Alvord